Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

Myanmar Investment Commission

PERMIT

Permit No. 1044/ 2015 Date 19th November 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13 (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. JACOBUS JOHANNES DE HEUS

(b) Citizenship DUTCH

(c) Address HERTOG HENDRIKLANN 13A, 374DL, BAARN, THE NETHERLANDS

(d) Name and Address of Principal Organization DE HEUS ANIMAL NUTRITION B.V, RUBENSSTRAAT 175, 6717 VE EDE, THE NETHERLANDS

(e) Place of incorporation THE NETHERLANDS

(f) Type of Investment Business PRODUCTION AND DISTRIBUTION OF ANIMAL NUTRITION PRODUCTS

(g) Place(s) at which investment is permitted PLOT NO. 306, 307, 308, MYAUNG DAKAR STEEL INDUSTRIAL ZONE, HMAWBI TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 7.575 MILLION

(i) Period for Foreign Capital Brought in WITHIN 1 YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total Amount of Capital (Kyat) EQUIVALENT IN KYAT OF US$ 7.575 MILLION

(k) Construction period 1(ONE) YEAR

(l) Validity of Investment Permit 50 YEARS

(m) Form of Investment WHOLLY OWNED FOREIGN INVESTMENT

(n) Name of Company Incorporated in Myanmar DE HEUS MYANMAR LIMITED

Chairman

The Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-2/ FI- 129/ 2015(904 - B) Tel: 01-658127

Date : 19th November 2015 Fax: 01-658136

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Production and Distribution of Animal Nutrition Products" under the name of De Heus Myanmar Limited.**

Reference: De Heus Myanmar Limited Letter dated (19-6-2015)

1. The Myanmar Investment Commission, at its meeting (18/2015) held on (23-10-2015) had approved the proposal for investment in "Production and Distribution of Animal Nutrition Products" under the name of De Heus Myanmar Limited submitted as a wholly owned foreign investment from The Netherlands.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Republic of the Union of Myanmar Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (fifty) years. The term of the Lease shall be initial 3 (three) years commencing from the date of signing of the Lease Agreement between U Ye Aung and De Heus Myanmar Limited for 5.51 acres of land in Myaung Dakar Industrial Zone and extendable for 1 (one) year in 2 (two) times as recommended by Yangon Region Government.

4. De Heus Myanmar Limited shall submit to Mynamar Investment Commission for approval on extension after the lease term of 5 (five) years.

5. The annual rent for the land shall be US$ 111,480.00 calculated at the rate of US$ 5 per square meter per year of the total land measuring 22,298.20 square meters (5.51 acres).

6. In issuing this "Permit," the Commission has granted the following exemptions and reliefs as per section 27 (a), (h), (i) and (k) of the Foreign

Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instrument, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

7. De Heus Myanmar Limited shall have to sign the Lease Agreement for land with U Ye Aung. After signing the Lease Agreement, (5) copies shall have to be forwarded to the Commission.

8. De Heus Myanmar Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

9. De Heus Myanmar Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

10. De Heus Myanmar Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

11. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

12. As per Chapter X, Rule 63 of the Foreign Investment Rules, if De Heus Myanmar Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

13. The investor or promoter shall apply the commencement date of commercial operation with Report Form (11) for their manufacturing business to the Commission in accord with Rule 97.

14. De Heus Myanmar Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

15. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the De Heus Myanmar Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

16. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency.

17. Whenever De Heus Myanmar Limited brings in foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized

Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

18. De Heus Myanmar Limited has the right to make account transfer and expend the foreign currency from its bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient documents in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

19. De Heus Myanmar Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

20. De Heus Myanmar Limited shall carry out as per instructions made by Ministry of Livestock, Fisheries and Rural Development to comply with Good Manufacturing Practice (GMP).

21. De Heus Myanmar Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Initial Environmental Examination (IEE) Process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and be abided by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

22. After getting permit from Myanmar Investment Commission, De Heus Myanmar Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

23. De Heus Myanmar Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

24. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made either out of the local sales of De Heus Myanmar Limited .

25. De Heus Myanmar Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Managing Director
De Heus Myanmar Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Livestock, Fisheries and Rural Development
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Industry
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development

12. Ministry of Labour, Employment and Social Security
13. Central Bank of Myanmar
14. Office of the Yangon Region Government
15. Director General, Department of Environmental Conservation
16. Director General, Fisheries Department
17. Director General, Immigration and National Registration Department
18. Director General, Directorate of Industrial Supervision and Inspection
19. Director General, Directorate of Trade
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Director General, Directorate of Investment and Company Administration
23. Director General,Department of Urban and Housing Development.
24. Director General, Directorate of Labour
25. Director General, Fire Service Department
26. Managing Director, Myanma Electric Power Enterprise
27. Managing Director, Myanma Foreign Trade Bank
28. Managing Director, Myanma Investment and Commercial Bank
29. Managing Director, Myanma Insurance
30. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI).

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၀၄၄ / ၂၀၁၅ ၂၀၁၅ ခုနှစ်၊ နိုဝင်ဘာလ ၂၉ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြား ရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် MR. JACOBUS JOHANNES DE HEUS

(ခ) နိုင်ငံသား DUTCH

(ဂ) နေရပ်လိပ်စာ HERTOG HENDRIKLAAN 13A, 3743DL, BAARN, THE NETHERLANDS

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ DE HEUS ANIMAL NUTRITION B.V, RUBENSSTRAAT 175, 6717 VE EDE, THE NETHERLANDS

(င) ဖွဲ့စည်းရာအရပ် နယ်သာလန်နိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား တိရစ္ဆာန် အစာအစာ ထုတ်လုပ်ခြင်းနှင့် မြန့်ဖြူးရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်-၃၀၆၊ ၃၀၇၊ ၃၀၈၊ မြောင်းတကာ စက်မှုဇုန်၊ မှော်ဘီ မြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၄.၅၇၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ (၁) နှစ် အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၄.၅၇၅ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ရာခိုင်နှုန်းပြည့်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် DE HEUS MYANMAR LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်